

SEC  
Mail Processing  
Section

APR 29 2008

Washington, DC  
101

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response	16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Membership Interests

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

SEC Mail Processing  
Section

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

APR 23 2008

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Strategic Commodities Fund II LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)  
399 Park Avenue, New York, New York 10022

Telephone Number (Including Area Code)  
(212) 526-8339

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

Same as executive offices

Brief Description of Business

To provide an enhancement to an investor's portfolio of financial investments and to provide a partial inflation hedge, with an attractive risk/return profile as compared to other products using a commodity index or pool of commodities.

Type of Business Organization

☐ corporation  
☐ business trust

☐ limited partnership, already formed  
☐ limited partnership, to be formed

☒ other (please specify):  
Limited Liability Company

Actual or Estimated Date of Incorporation or Organization

Month Year  
0 1 0 6

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization:

(Enter two letter U.S. Postal Service abbreviation for  
State: CN for Canada; FN for other foreign jurisdiction)

D E

GENERAL INSTRUCTIONS:

Federal:

**Who Must File:** All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

**When to File:** A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

**Where to File:** U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

**Copies Required:** Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**Information Required:** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

**Filing Fee:** There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying upon ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% of more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner/Managing Member

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Full Name (Last name first, if individual)

Lehman Brothers Asset Management Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

399 Park Avenue, 5<sup>th</sup> Floor, New York, New York 10022

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Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

Commodity Investment Fund LLC c/o The Falconwood Corp.

Business or Residence Address (Number and Street, City, State, Zip Code)

67 Irving Place, 12<sup>th</sup> Floor, New York, New York 10003

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Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer\* ☒ Director\* ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

Tank, Bradley Curtis

Business or Residence Address (Number and Street, City, State, Zip Code)

399 Park Avenue, 5<sup>th</sup> Floor, New York, New York 10022

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Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer\* ☒ Director\* ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

Locher, Kurt Anthony

Business or Residence Address (Number and Street, City, State, Zip Code)

399 Park Avenue, 5<sup>th</sup> Floor, New York, New York 10022

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Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer\* ☒ Director ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

Frommer, Jacqueline

Business or Residence Address (Number and Street, City, State, Zip Code)

399 Park Avenue, 5<sup>th</sup> Floor, New York, New York 10022

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Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer\* ☐ Director ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

Grieb, Edward Stephen

Business or Residence Address (Number and Street, City, State, Zip Code)

399 Park Avenue, 5<sup>th</sup> Floor, New York, New York 10022

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Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer\* ☐ Director ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

Knee, Richard William

Business or Residence Address (Number and Street, City, State, Zip Code)

399 Park Avenue, 5<sup>th</sup> Floor, New York, New York 10022

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(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% of more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer\* ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Williams, Chamaine

Business or Residence Address (Number and Street, City, State, Zip Code)

399 Park Avenue, 5<sup>th</sup> Floor, New York, New York 10022

Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Lehman Brothers Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

399 Park Avenue, 5<sup>th</sup> Floor, New York, New York 10022

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Frederick DeMatteis 2001 Revocable Trust c/o The DeMatteis Trust, Attn: Donald Schaeffer

Business or Residence Address (Number and Street, City, State, Zip Code)

205 EAB Plaza, 12 Floor West Tower, Uniondale, New York 11556

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

\* of the Managing Member

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes ☐ No ☒  
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$300,000\*  
\*may be waived by the Investment Manager
3. Does the offering permit joint ownership of a single unit? ..... Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Lehman Brothers Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

399 Park Avenue, 5<sup>th</sup> Floor, New York, New York 10022

Name of Associated Broker or Dealer

Same

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (Membership Interests).....	\$1,000,000,000	\$ 565,297,838
Total.....	\$1,000,000,000	\$ 565,297,838

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	538	\$ 565,297,838
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....		\$
Regulation A.....		\$
Rule 504.....		\$
Total.....		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 0
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 0 *
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 0 *
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ 0 *
Other Expenses (identify).....	<input checked="" type="checkbox"/>	\$ 0 *
Total.....	<input checked="" type="checkbox"/>	\$ 100,000

\* The Placement Agent may receive a portion of the Management Fee from the Investment Manager. No such fee has been paid at the time of this filing. In addition, the Placement Agent may enter in to sub-placement agreements with affiliates and unaffiliated third parties at no additional cost to the Fund. In addition, the Fund and the Investment Manager reserve the right to enter into agreements with other placement agents to solicit investors. No independent selling agents have been retained at the time of this filing. All other offering and organizational expenses are estimated not to exceed \$100,000 in the aggregate.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” .....

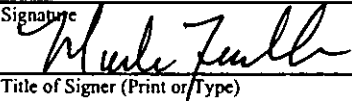
\$999,900,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ _____ *	<input type="checkbox"/> \$ _____ 0
Purchase of real estate .....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Acquisitions of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Working capital .....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Other (specify): <u>Capital</u> .....	<input checked="" type="checkbox"/> \$ 999,900,000	<input type="checkbox"/> \$ _____ 0
.....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Column Totals:	<input checked="" type="checkbox"/> \$ 999,900,000	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$999,900,000	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature 	Date
Strategic Commodities Fund II LLC		April 27, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Mark Faulkenberg	Authorized Person	

\* The Issuer bears all of its operating expenses and its pro rata share of the operating expenses of Strategic Commodities Master Fund, Ltd. (the “Master Fund”), including, without limitation, investment expenses (i.e., expenses which, in Lehman Brothers Asset Management Inc.’s (the “Investment Managers”) determination, are related to the investment of the Issuer’s assets), legal expenses, internal and external accounting, audit and tax preparation expenses, any taxes, filing fees, fees and expenses of International Issuer Services (N.A.), L.L.C. (the “Administrator”), expenses relating to the offer and sale of the Interests and any extraordinary expenses. To the extent the Issuer’s cash balance (including the margin deposits on the Issuer’s futures and forward positions) is invested in a commingled entity (including an entity managed by an affiliate of the Investment Manager), the Issuer will bear the expenses and fees associated with investing in such entity. To the extent that expenses to be borne by the Issuer are paid by the Investment Manager, the Issuer will reimburse the Investment Manager for such expenses. The Issuer pays the Investment Manager a management fee equal to between 0.75% and 1.25% (annually) of the net asset value of each Member’s capital account at the end of each month.

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)